

**Amendments to the Specification:**

Please replace the paragraph beginning at line 1 of page 7 with the following rewritten paragraph:

Overriding the frame member are a pair of overlapping planar panels 36, 38, made of a generally rigid material, such as, but not limited to, wood, a light weight metal (e.g., aluminum, steel or the like), composite, plastic or the like to function as the supporting surface for items to be stored thereon. Preferably, though not mandatorily, a lip 40 extends upward from at least a portion of at least one side of the edge of the ~~frame 20~~panels 36, 38. The lip 40 is designed to reduce movement of items on the shelf assembly 10 during transport or use. Preferably, the lip 40 extends substantially around the periphery of the panels 36, 38~~frame 20~~, with a lower height along the edge facing the back door of the vehicle 12 to facilitate placement and removal of items.

Please replace the paragraph beginning at line 11 of page 7 with the following rewritten paragraph:

Optionally, the shelf assembly can incorporate a cover (not shown), such as, but not limited to, a conventional cargo net, web, mesh cover, preferably elastic, or the like that would extend at least partially over the frame and connect via hooks, clips, or the like to the lip 40 ~~my~~ by means of a plurality of spaced holes 41, or hooks, clips, or the like to hold the cover. The cover can be used to restrict movement of items on the panels when the vehicle is moving.

Please replace the paragraph on page 5, lines 16-20, through page 6, lines 1-9, with the following new paragraph:

Fig. 1 shows one exemplary embodiment of a shelf assembly 10 of the present invention positioned in a vehicle 12 storage compartment 14 above the floor 16 and resting on the side walls [[12]]16. The assembly 10, as more fully illustrated in Fig. 2, has a frame member 20 composed of at least one pair of preferably U-shaped tubular members 22, where such members are defined by a base 24 and a pair of arms 26 extending generally perpendicular to the base 24. The members 22 are preferably made of metal, but can be made of other generally rigid durable material known to those skilled in the art, such as, but not limited to alloy, plastic, composite, combinations thereof or the like. The respective aligned arms 26 of the U-shaped members 22 are joined by intermediate, bridging support members 28. By this arrangement, the U-shaped members 22 may be fixed relative to one another in a variety of positions to accommodate different sized SUV compartments. The desired fixed position is to fix the respective bases 24 a distance equal to about the interior distance between the pair of side walls 18.

Please replace the paragraph on page 6, lines 10-15, with the following new paragraph:

Preferably, though not mandatorily, a third arm 29 extends from each tubular member 22 and generally midway between and parallel to the arms 26 to provide additional support to the assembly 10. The third arms are preferably constructed similar to the arms 26. Preferably, a bridge support member [[26]]28 extends at least partially between the two third arms to allow for movement of the panels with respect to each other.

Please replace the paragraph on page 8, lines 7-23, through page 9, lines 1-10, with the following new paragraph:

To provide additional support for heavier loads, as shown in Figs. 3-4, at least one optional leg 44 may be used. The leg 44 may be of a single piece construction, or preferably can

be two or more telescoping segments 46, 48. Where a telescoping leg assembly is used, the two or more telescoping segments 46, 48 can be held in place by means of a thumbscrew 50 received within at least one preferably threaded hole 51 in at least one leg segment 46, 48 such that when the thumbscrew 50 is advanced within the hole 51 it contacts and presses against the inner telescoping segment 48 to prevent relative movement of the segments 46, 48. A second end 48 of the leg 44 may terminate in a foot 52 which may optionally be covered with a material, such as, but not limited to, plastic, rubber or the like and may be used to reduce marring of the vehicle floor surface. A first leg 46 is attached to either the frame 20 or preferably one or more of the panels [[44, 46]]36, 38, such as by a hinged plate 53. In this manner the leg 44 can pivot on the hinge 53 to vertical position (see Fig. 3) when used as a support, and pivot to a horizontal position (see Fig. 4) when not needed. When in the horizontal position the leg 44 can be removably held as such by a retention device 54, such as a clip, clamp, or the like. Optionally, a pivotable bracket 56 can be associated with the leg to maintain the leg in the vertical position. In a preferred exemplary embodiment, four legs 44, one at generally each corner of the shelf assembly 10 are used. It is therefore possible to remove the shelf assembly 10 from the vehicle 12 and, when the legs 44 are extended and locked in place, use the assembly 10 as a free standing table, such as at a tailgate party, flea market or the like. The legs 44 can also be used to support the shelf assembly 10 within a vehicle 12 that does not have interior side walls 18. To set up the shelf assembly 10, the respective U-shaped members 18 are interfitted with intermediate members 24 to a rectangular size consistent with the side walls 12 of the vehicle bed. The cushion 42, if used, will rest on the sidewalls 18, if any, of the vehicle 12.